

**EXHIBIT "H"**

Table of Contents**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

\* The Annual Meeting of Stockholders of Delphi was held on May 6, 2004. At the meeting, the following matters were submitted to a vote of the stockholders of Delphi:

- (1) The election of three directors to serve for a three-year term beginning at the 2004 Annual Stockholders' Meeting and expiring at the 2007 Annual Stockholders' Meeting. The vote with respect to each nominee was as follows:

Nominee	For	Withheld
Oscar de Paula Bernardes Neto	366,508,610	119,614,018
Dr. Bernd Gottschalk	367,044,788	119,077,840
John D. Opie	367,204,719	118,917,909

- (2) The ratification of the appointment of Deloitte & Touche LLP as Delphi's independent public accountants for the year ending December 31, 2004:

For	Against	Abstain
469,342,498	11,503,999	5,276,126

- (3) The approval of the Delphi Corporation Annual Incentive Plan:

For	Against	Abstain
373,007,639	42,940,408	6,567,969

- (4) The approval of the Delphi Corporation Long-Term Incentive Plan:

For	Against	Abstain
271,925,179	144,127,233	6,463,598

See Management's Discussion and Analysis — Stock-Based Compensation disclosure for a summary of shares available for issuance under the new Plan as compared to the previous plans, which expired in May 2004.

- (5) A stockholder proposal requesting the Board of Directors to approve the proposal for the redemption of Delphi's stockholders' rights plan:

For	Against	Abstain
300,327,973	114,814,663	7,372,379

- (6) A stockholder proposal requesting the Board of Directors to approve the proposal for the annual election of directors:

For	Against	Abstain
315,009,485	100,335,866	7,170,735

- (7) A stockholder proposal requesting the Board of Directors to approve the proposal for the adoption of a code for Delphi's international operations:

For	Against	Abstain
85,669,629	290,884,679	45,959,781